

**EXHIBIT C**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: : Chapter 11  
:   
LEXINGTON PRECISION CORP, et al., : Case No. 08-11153 (MG)  
:   
: (Jointly Administered)  
Debtors. :  
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**ORDER AUTHORIZING EMPLOYMENT OF  
STOUT RISIUS ROSS, INC. AS FINANCIAL ADVISORS TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS, EFFECTIVE AS OF MAY 13, 2008**

Upon consideration of the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of Lexington Precision Corporation (“LEXP”) and Lexington Rubber Group, Inc. (collectively with LEXP, the “Debtors”) in the above-captioned chapter 11 cases for entry of an order, under sections 328(a) and 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”), and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing the employment and retention of Stout Risius Ross, Inc. (“SRR”) as its financial advisor, effective as of May 13, 2008, pursuant to the terms of SRR’s engagement letter dated as of May 13, 2008 (the “Engagement Letter”); and the Court having considered the Application and the Declaration of Jeffrey M. Risius dated May 13, 2008, in support of the Application; and it appearing that (i) SRR does not hold or represent an interest adverse to the Committee, (ii) SRR is a “disinterested person” as that term is defined in under section 101(14) of the Bankruptcy Code, (iii) the retention of SRR by the Committee is necessary and in the best interest of the Committee, and (iv) the terms and conditions of SRR’s employment as set forth in the Application and the Engagement Letter (as defined in the Application) are fair and reasonable, including, without limitation, the Fee Structure (as defined in the Application); and the Court having jurisdiction to consider and determine the Application

as a core proceeding under 28 U.S.C. §§ 157 and 1334; and it appearing that notice has been given and no other or further notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that, pursuant to sections 328(a) and 1103 of the Bankruptcy Code, the Application is hereby granted, and SRR is hereby employed as the Committee's financial advisors, as of May 13, 2008, on the terms and conditions set forth in the Engagement Letter; and it is further

ORDERED that SRR shall be compensated and reimbursed in accordance with the terms of the Engagement Letter, pursuant to the standard of review under section 328(a) of the Bankruptcy Code and not subject to review for reasonableness under section 330 of the Bankruptcy Code, except as provided for below, subject to the approval of this Court, and the procedures set forth in the Application, including, without limitation, the Additional Procedures, the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules, and the further orders of this Court; and it is further

ORDERED that, the United States Trustee retains all rights to object to SRR's interim and final fee applications (including expense reimbursement) on grounds including, without limitation, the reasonableness standard provided for in section 330 of the Bankruptcy Code; and it is further

ORDERED that the Debtors are authorized and directed to indemnify and hold harmless SRR and the other Indemnified Parties (as defined in the Engagement Letter) pursuant to the indemnification provisions of the Engagement Letter; and it is further

ORDERED that, notwithstanding anything to the contrary in the Bankruptcy Code, Bankruptcy Rules, Local Rules, any order of this Court or any guidelines regarding submission

and approval of fee applications, SRR shall not be required to maintain contemporaneous time records for services rendered post-petition and not be required to file a schedule of rates; and it is further

ORDERED that the requirement set forth in Local Rule 9013-1(b) that any motion or other request for relief be accompanied by a memorandum of law is hereby waived with respect to the Application; and it is further

ORDERED that the Court shall retain jurisdiction with respect to any matters arising from or related to the implementation of this Order.

Dated: \_\_\_\_\_, 2008

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UNITED STATES BANKRUPTCY JUDGE